

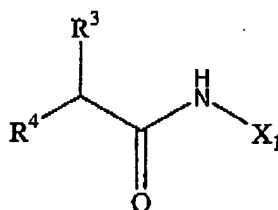


### Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

### Listing of Claims:

1. (Currently Amended) A compound of Formula I:



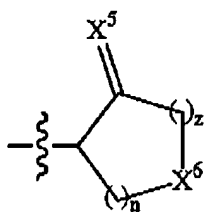
I

in which:

$X^1$  is  $-C(R^1)(R^2)X^2$  or  $-X^3$ ;

$X^2$  is cyano,  $-CHO$ ,  $-C(R^7)(R^8)R^5$ ,  $-C(R^7)(R^8)CF_3$ ,  $-C(R^7)(R^8)CF_2CF_2R^9$ ,  $-CH=CHS(O)_2R^5$ ,  $-C(R^7)(R^8)CF_2C(O)NR^5R^6$ ,  $-C(R^7)(R^8)C(R^7)(R^8)NR^5R^6$ ,  $-C(R^7)(R^8)C(R^7)(R^8)OR^5$ ,  $-C(R^7)(R^8)CH_2OR^5$ ,  $-C(R^7)(R^8)CH_2N(R^6)SO_2R^5$ ,  $-C(R^7)(R^8)C(R^7)(R^8)N(R^6)(CH_2)_2OR^6$ ,  $-C(R^7)(R^8)C(R^7)(R^8)N(R^6)(CH_2)_2NR^6$  or  $-C(R^7)(R^8)C(R^7)(R^8)R^5$ ; wherein  $R^5$  is  $(C_{1-4})$ alkyl,  $(C_{6-10})$ aryl $(C_{0-6})$ alkyl, hetero $(C_{4-10})$ aryl $(C_{0-6})$ alkyl,  $(C_{4-10})$ cycloalkyl $(C_{0-6})$ alkyl or hetero $(C_{4-10})$ cycloalkyl $(C_{0-6})$ alkyl wherein hetero $(C_{4-10})$ aryl or hetero $(C_{4-10})$ cycloalkyl is pyran, thiopyran, pyrimidine, thiazole, isothiazole, pyridine, furan, imidazole, isoxazole, oxadiazole, oxazole or triazole;  $R^6$  is hydrogen or  $(C_{1-4})$ alkyl;  $R^7$  is hydrogen or  $(C_{1-4})$ alkyl and  $R^8$  is hydroxy or  $R^7$  and  $R^8$  together form oxo;  $R^9$  is hydrogen, halo,  $(C_{1-4})$ alkyl, or  $(C_{5-10})$ aryl $(C_{0-6})$ alkyl or hetero $(C_{5-10})$ aryl $(C_{0-6})$ alkyl;

$X^3$  represents a group of Formula (a):



(a)

in which  $n$  is 1 or 2,  $z$  is 0 or 1,  $X^5$  is selected from  $NR^{10}$ , S or O, wherein  $R^{10}$  is hydrogen or  $(C_{1-6})$ alkyl, and  $X^6$  is O, S or  $NR^{11}$ , wherein  $R^{11}$  is selected from hydrogen,  $(C_{1-6})$ alkyl,  $-X^4C(O)OR^{12}$ ,  $-X^4C(O)R^{13}$ ,  $-X^4C(O)NR^{12}R^{12}$ ,  $-X^4S(O)_2NR^{12}R^{12}$ ,  $-X^4S(O)_2R^{14}$ ,  $-R^{15}$ ,  $-X^4S(O)_2R^{15}$ ,  $-X^4C(O)R^{15}$ ,  $-X^4C(O)OR^{15}$ ,  $-X^4C(O)NR^{12}R^{15}$  and  $-X^4S(O)_2NR^{12}R^{15}$ , in which  $X^4$  is a bond or  $(C_{1-6})$ alkylene;  $R^{12}$  at each occurrence independently is hydrogen or  $(C_{1-6})$ alkyl;  $R^{13}$  is hydrogen,  $(C_{1-6})$ alkyl or halo-substituted  $(C_{1-6})$ alkyl,  $R^{14}$  is  $(C_{1-6})$ alkyl or halo-substituted  $(C_{1-6})$ alkyl and  $R^{15}$  is  $(C_{3-10})$ cycloalkyl  $(C_{0-6})$ alkyl, hetero  $(C_{3-10})$ cycloalkyl  $(C_{0-3})$ alkyl,  $(C_{6-10})$ aryl  $(C_{0-6})$ alkyl, hetero  $(C_{5-10})$ aryl  $(C_{0-6})$ alkyl, or  $(C_{9-12})$ bicycloaryl  $(C_{0-6})$ alkyl or hetero  $(C_{8-12})$ bicycloaryl  $(C_{0-6})$ alkyl;

wherein within  $X^1$  any cycloalkyl, heterocycloalkyl, aryl or heteroaryl may be is substituted or unsubstituted with 1 radical  $R^{20}$  selected from  $-R^{15}$ ,  $-X^4OR^{15}$ ,  $-X^4SR^{15}$ ,  $-X^4S(O)R^{15}$ ,  $-X^4S(O)_2R^{15}$ ,  $-X^4C(O)R^{15}$ ,  $-X^4C(O)OR^{15}$ ,  $-X^4OC(O)R^{15}$ ,  $-X^4NR^{15}R^{12}$ ,  $-X^4NR^{12}C(O)R^{15}$ ,  $-X^4NR^{12}C(O)OR^{15}$ ,  $-X^4C(O)NR^{15}R^{12}$ ,  $-X^4S(O)_2NR^{15}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{15}$ ,  $-X^4NR^{12}C(O)NR^{15}R^{12}$  and  $-X^4NR^{12}C(NR^{12})NR^{15}R^{12}$ ; and wherein  $X^1$  and  $R^{20}$  may be substituted further with 1 to 5 radicals independently selected from  $(C_{1-6})$ alkyl, cyano, halo, halo-substituted  $(C_{1-6})$ alkyl, nitro,  $-X^4NR^{12}R^{12}$ ,  $-X^4NR^{12}C(O)R^{12}$ ,  $-X^4NR^{12}C(O)OR^{12}$ ,  $-X^4NR^{12}C(O)NR^{12}R^{12}$ ,  $-X^4NR^{12}C(NR^{12})NR^{12}R^{12}$ ,  $-X^4OR^{13}$ ,  $-X^4SR^{13}$ ,  $-X^4C(O)OR^{12}$ ,  $-X^4C(O)R^{12}$ ,  $-X^4OC(O)R^{12}$ ,  $-X^4C(O)NR^{12}R^{12}$ ,  $-X^4S(O)_2NR^{12}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{12}$ ,  $-X^4P(O)(OR^{12})OR^{12}$ ,  $-X^4OP(O)(OR^{12})OR^{12}$ ,  $-X^4S(O)R^{14}$  and  $-X^4S(O)_2R^{14}$  wherein  $X^4$ ,  $R^{12}$ ,  $R^{13}$ ,  $R^{14}$  and  $R^{15}$  are as defined above;

$R^1$  and  $R^2$  are both fluoro; or

$R^1$  is hydrogen or  $(C_{1-6})$ alkyl and  $R^2$  is selected from the group consisting of hydrogen,  $(C_{1-6})$ alkyl, cyano,  $-X^4NR^{12}R^{12}$ ,  $-X^4NR^{12}C(O)R^{12}$ ,  $-X^4NR^{12}C(O)OR^{12}$ ,  $-X^4NR^{12}C(O)NR^{12}R^{12}$ ,  $-X^4NR^{12}C(NR^{12})NR^{12}R^{12}$ ,  $-X^4OR^{13}$ ,  $-X^4SR^{13}$ ,  $-X^4C(O)OR^{12}$ ,  $-X^4C(O)R^{13}$ ,  $-X^4OC(O)R^{13}$ ,  $-X^4C(O)NR^{12}R^{12}$ ,  $-X^4S(O)_2NR^{12}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{13}$ ,  $-X^4P(O)(OR^{12})OR^{12}$ ,  $-X^4OP(O)(OR^{12})OR^{12}$ ,  $-X^4S(O)R^{14}$ ,  $-X^4S(O)_2R^{14}$ ,  $-R^{15}$ ,  $-X^4OR^{15}$ ,  $-X^4SR^{15}$ ,  $-X^4S(O)R^{15}$ ,  $-X^4S(O)_2R^{15}$ ,  $-X^4C(O)R^{15}$ ,  $-X^4C(O)OR^{15}$ ,  $-X^4OC(O)R^{15}$ ,  $-X^4NR^{15}R^{12}$ ,

$-X^4NR^{12}C(O)R^{15}$ ,  $-X^4NR^{12}C(O)OR^{15}$ ,  $-X^4C(O)NR^{15}R^{12}$ ,  $-X^4S(O)_2NR^{15}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{15}$ ,  $-X^4NR^{12}C(O)NR^{15}R^{12}$  and  $-X^4NR^{12}C(NR^{12})NR^{15}R^{12}$ , wherein  $X^4$ ,  $R^{12}$ ,  $R^{13}$ ,  $R^{14}$  and  $R^{15}$  are as defined above; or  $R^1$  and  $R^2$  taken together with the carbon atom to which both  $R^1$  and  $R^2$  are attached form  $(C_{3-8})$ cycloalkylene or hetero $(C_{2-8})$ cycloalkylene; wherein  $R^2$ , and said cycloalkylene and said heterocycloalkylene may be substituted further with 1 to 3 radicals independently selected from  $(C_{1-6})$ alkyl, cyano, halo, halo-substituted  $(C_{1-4})$ alkyl, nitro,  $-X^4NR^{12}R^{12}$ ,  $-X^4NR^{12}C(O)R^{12}$ ,  $-X^4NR^{12}C(O)OR^{12}$ ,  $-X^4NR^{12}C(O)NR^{12}R^{12}$ ,  $-X^4NR^{12}C(NR^{12})NR^{12}R^{12}$ ,  $-X^4OR^{13}$ ,  $-X^4SR^{13}$ ,  $-X^4C(O)OR^{12}$ ,  $-X^4C(O)R^{13}$ ,  $-X^4OC(O)R^{13}$ ,  $-X^4C(O)NR^{12}R^{12}$ ,  $-X^4S(O)_2NR^{12}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{13}$ ,  $-X^4P(O)(OR^{12})OR^{12}$ ,  $-X^4OP(O)(OR^{13})OR^{12}$ ,  $-X^4S(O)R^{14}$  and  $-X^4S(O)_2R^{14}$ , wherein  $X^4$ ,  $R^{12}$ ,  $R^{13}$  and  $R^{14}$  are as defined above;

$R^3$  and  $R^4$  are independently  $-C(R^{16})(R^{17})X^7$ , wherein  $R^{16}$  and  $R^{17}$  are hydrogen,  $(C_{1-6})$ alkyl or fluoro, or  $R^{16}$  is hydrogen and  $R^{17}$  is hydroxy and  $X^7$  is selected from  $-X^4NR^{12}R^{12}$ ,  $-X^4NR^{12}C(O)R^{12}$ ,  $-X^4NR^{12}C(O)OR^{12}$ ,  $-X^4NR^{12}C(O)NR^{12}R^{12}$ ,  $-X^4NR^{12}C(NR^{12})NR^{12}R^{12}$ ,  $-X^4OR^{13}$ ,  $-X^4SR^{13}$ ,  $-X^4C(O)OR^{12}$ ,  $-X^4C(O)R^{13}$ ,  $-X^4OC(O)R^{13}$ ,  $-X^4C(O)NR^{12}R^{12}$ ,  $-X^4S(O)_2NR^{12}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{13}$ ,  $-X^4P(O)(OR^{12})OR^{12}$ ,  $-X^4OP(O)(OR^{12})OR^{12}$ ,  $-X^4S(O)R^{14}$ ,  $-X^4S(O)_2R^{14}$ ,  $-R^{15}$ ,  $-X^4OR^{15}$ ,  $-X^4SR^{15}$ ,  $-X^4S(O)R^{15}$ ,  $-X^4S(O)_2R^{15}$ ,  $-X^4C(O)R^{15}$ ,  $-X^4C(O)OR^{15}$ ,  $-X^4OC(O)R^{15}$ ,  $-X^4NR^{15}R^{12}$ ,  $-X^4NR^{12}C(O)R^{15}$ ,  $-X^4NR^{12}C(O)OR^{15}$ ,  $-X^4C(O)NR^{15}R^{12}$ ,  $-X^4S(O)_2NR^{15}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{15}$ ,  $-X^4NR^{12}C(O)NR^{15}R^{12}$  and  $-X^4NR^{12}C(NR^{12})NR^{15}R^{12}$ , wherein  $X^4$ ,  $R^{12}$ ,  $R^{13}$ ,  $R^{14}$  and  $R^{15}$  are as defined above;

wherein within one of  $R^3$  or  $R^4$  any cycloalkyl, heterocycloalkyl, aryl or heteroaryl may be is substituted or unsubstituted with 1 radical  $R^{21}$  selected from  $-R^{15}$ ,  $-X^4OR^{15}$ ,  $-X^4SR^{15}$ ,  $-X^4S(O)R^{15}$ ,  $-X^4S(O)_2R^{15}$ ,  $-X^4C(O)R^{15}$ ,  $-X^4C(O)OR^{15}$ ,  $-X^4OC(O)R^{15}$ ,  $-X^4NR^{15}R^{12}$ ,  $-X^4NR^{12}C(O)R^{15}$ ,  $-X^4NR^{12}C(O)OR^{15}$ ,  $-X^4C(O)NR^{15}R^{12}$ ,  $-X^4S(O)_2NR^{15}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{15}$ ,  $-X^4NR^{12}C(O)NR^{15}R^{12}$  and  $-X^4NR^{12}C(NR^{12})NR^{15}R^{12}$ , wherein  $X^4$ ,  $R^{12}$  and  $R^{15}$  are as defined above; and wherein each of  $R^3$ , and  $R^4$  and  $R^{21}$  may be is substituted further or is not further substituted with 1 to 5 radicals independently selected from  $(C_{1-6})$ alkyl, cyano, halo, halo-substituted  $(C_{1-4})$ alkyl, nitro,  $-X^4NR^{12}R^{12}$ ,  $-X^4NR^{12}C(O)R^{12}$ ,  $-X^4NR^{12}C(O)OR^{12}$ ,  $-X^4NR^{12}C(O)NR^{12}R^{12}$ ,  $-X^4NR^{12}C(NR^{12})NR^{12}R^{12}$ ,  $-X^4OR^{13}$ ,  $-X^4SR^{13}$ ,  $-X^4C(O)OR^{12}$ ,  $-X^4C(O)R^{13}$ ,  $-X^4OC(O)R^{13}$ ,  $-X^4C(O)NR^{12}R^{12}$ ,  $-X^4S(O)_2NR^{12}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{13}$ ,  $-X^4P(O)(OR^{12})OR^{12}$ ,  $-X^4OP(O)(OR^{12})OR^{12}$ ,  $-X^4S(O)R^{14}$  and  $-X^4S(O)_2R^{14}$ , wherein  $X^4$ ,  $R^{12}$ ,  $R^{13}$  and  $R^{14}$  are as defined above; provided that only one bicyclic ring structure is present within each of  $R^3$  or  $R^4$ ; and provided that when  $X^2$  is cyano and  $X^7$  within one of  $R^3$  or  $R^4$  is

$-X^4C(O)R^{13}$  or  $-X^4C(O)R^{15}$ , wherein  $X^4$  is a bond, then  $X^7$  within the other of  $R^3$  or  $R^4$  is limited to  $-X^4SR^{15}$ ,  $-X^4S(O)R^{15}$  and  $-X^4S(O)_2R^{15}$ , wherein  $R^{15}$  is a substituted  $(C_{6-10})$ aryl  $(C_{1-6})$ alkyl substituted with 1 to 5 radicals or hetero  $(C_{3-10})$ aryl  $(C_{0-6})$ alkyl optionally substituted with 1 to 5 radicals, wherein said radicals are independently selected from  $(C_{1-6})$ alkyl, cyano, halo, halo-substituted  $(C_{1-4})$ alkyl, nitro,  $-X^4NR^{12}R^{12}$ ,  $-X^4NR^{12}C(O)R^{12}$ ,  $-X^4NR^{12}C(O)OR^{12}$ ,  $-X^4NR^{12}C(O)NR^{12}R^{12}$ ,  $-X^4NR^{12}C(NR^{12})NR^{12}R^{12}$ ,  $-X^4OR^{12}$ ,  $-X^4SR^{12}$ ,  $-X^4C(O)OR^{12}$ ,  $-X^4C(O)R^{12}$ ,  $-X^4OC(O)R^{12}$ ,  $-X^4C(O)NR^{12}R^{12}$ ,  $-X^4S(O)_2NR^{12}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{12}$ ,  $-X^4P(O)(OR^{12})OR^{12}$ ,  $-X^4OP(O)(OR^{12})OR^{12}$ ,  $-X^4S(O)R^{14}$  and  $-X^4S(O)_2R^{14}$ , wherein  $X^4$ ,  $R^{12}$ ,  $R^{13}$  and  $R^{14}$  are as defined above, provided that the radical is not selected from only halo when  $R^{15}$  is  $(C_{6-10})$ aryl  $(C_{1-6})$ alkyl; and provided that when  $X^9$  is cyano then  $X^7$  within  $R^3$  and  $R^4$  is not  $-X^4C(O)NR^{12}R^{12}$ ,  $-X^4C(O)NR^{15}R^{12}$  or  $-X^4C(O)NR^{18}R^{19}$ , wherein  $X^4$  is a bond and  $R^{18}$  and  $R^{19}$  together with the nitrogen atom to which they are attached form hetero  $(C_{3-10})$ cycloalkyl or hetero  $(C_{3-10})$ aryl;

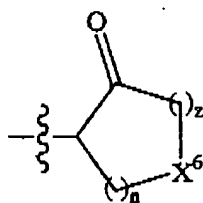
and or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and or the pharmaceutically acceptable salts and solvates of such compounds and or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

2. (Currently Amended) The compound of Claim 1 in which:

$X^1$  is  $-C(R^1)(R^2)X^2$  or  $-X^3$ ;

$X^2$  is cyano,  $-CHO$ ,  $-C(O)R^5$ ,  $-C(O)CF_3$ ,  $-C(O)CF_2CF_2R^9$ ,  $-CH=CHS(O)_2R^5$ ,  $-C(O)CF_2C(O)NR^5R^6$ ,  $-C(O)C(O)NR^5R^6$ ,  $-C(O)C(O)OR^5$ ,  $-C(O)CH_2OR^5$ ,  $-C(O)CH_2N(R^6)SO_2R^5$ ,  $-C(O)C(O)N(R^6)(CH_2)_2OR^6$ ,  $-C(O)C(O)N(R^6)(CH_2)_2NR^6$  or  $-C(O)C(O)R^5$ ; wherein  $R^5$  is  $(C_{1-4})$ alkyl,  $(C_{6-10})$ aryl  $(C_{0-6})$ alkyl, hetero  $(C_{4-10})$ aryl  $(C_{0-6})$ alkyl, or  $(C_{4-10})$ cycloalkyl  $(C_{0-6})$ alkyl or hetero  $(C_{4-10})$ cycloalkyl  $(C_{0-6})$ alkyl,  $R^6$  is hydrogen or  $(C_{1-6})$ alkyl and  $R^9$  is halo;

$X^3$  represents a group of Formula (b):



(b)

in which n is 1 or 2, z is 0 or 1,  $X^6$  is O or  $NR^{11}$ , wherein  $R^{11}$  is selected from hydrogen,  $(C_{1-6})$ alkyl,  $-X^4OC(O)R^{13}$ ,  $-X^4C(O)OR^{12}$ ,  $-X^4C(O)R^{13}$ ,  $-X^4C(O)NR^{12}R^{12}$ ,  $-X^4S(O)_2NR^{12}R^{12}$ ,  $-X^4S(O)_2R^{14}$ ,  $-R^{15}$ ,  $-X^4S(O)_2R^{15}$ ,  $-X^4C(O)R^{15}$ ,  $-X^4C(O)OR^{15}$ ,  $-X^4C(O)NR^{12}R^{15}$  and  $-X^4S(O)_2NR^{12}R^{15}$ , in which  $X^4$  is a bond or  $(C_{1-6})$ alkylene;  $R^{12}$  at each occurrence independently is hydrogen or  $(C_{1-6})$ alkyl;  $R^{13}$  is hydrogen,  $(C_{1-6})$ alkyl or halo-substituted  $(C_{1-6})$ alkyl,  $R^{14}$  is  $(C_{1-6})$ alkyl or halo-substituted  $(C_{1-6})$ alkyl and  $R^{15}$  is  $(C_{3-10})$ cycloalkyl  $(C_{0-6})$ alkyl, hetero  $(C_{3-10})$ cycloalkyl  $(C_{0-3})$ alkyl,  $(C_{6-10})$ aryl  $(C_{0-6})$ alkyl, hetero  $(C_{5-10})$ aryl  $(C_{0-6})$ alkyl,  $(C_{9-12})$ bicycloaryl  $(C_{0-6})$ alkyl or hetero  $(C_{8-12})$ bicycloaryl  $(C_{0-6})$ alkyl;

wherein within  $X^1$  any cycloalkyl, heterocycloalkyl, or aryl or heteroaryl may be is unsubstituted or substituted with 1 radical selected from  $-R^{15}$  and  $-X^4C(O)R^{15}$ ; and wherein  $X^1$  ~~may be~~ is unsubstituted or substituted further with 1 to 3 radicals independently selected from  $(C_{1-6})$ alkyl, halo-substituted  $(C_{1-4})$ alkyl,  $-X^4NR^{12}R^{12}$ ,  $-X^4OR^{13}$  and  $-X^4S(O)_2R^{14}$ , wherein  $X^4$ ,  $R^{12}$ ,  $R^{13}$ ,  $R^{14}$  and  $R^{15}$  are as defined above;

$R^1$  and  $R^2$  are both fluoro; or

$R^1$  is hydrogen or  $(C_{1-6})$ alkyl and  $R^2$  is selected from the group consisting of hydrogen,  $(C_{1-6})$ alkyl,  $-X^4OR^{13}$  and  $-R^{15}$ ; or  $R^1$  and  $R^2$  taken together with the carbon atom to which both  $R^1$  and  $R^2$  are attached form  $(C_{3-8})$ cycloalkylene or hetero  $(C_{3-8})$ cycloalkylene; wherein  $R^2$  may be substituted further with  $(C_{1-6})$ alkyl; wherein  $X^4$ ,  $R^{13}$  and  $R^{15}$  are as defined above;

$R^3$  and  $R^4$  are independently  $-C(R^{16})(R^{17})X^7$ , wherein  $R^{16}$  and  $R^{17}$  are hydrogen,  $(C_{1-6})$ alkyl or fluoro, or  $R^{16}$  is hydrogen and  $R^{17}$  is hydroxy and  $X^7$  is selected from  $-X^4SR^{15}$ ,  $-X^4C(O)R^{13}$ ,  $-X^4C(O)NR^{12}R^{12}$ ,  $-R^{15}$ ,  $-X^4OR^{15}$ ,  $-X^4SR^{15}$ ,  $-X^4S(O)_2R^{15}$ ,  $-X^4C(O)R^{15}$  and  $-X^4C(O)NR^{15}R^{12}$ , wherein  $X^4$ ,  $R^{12}$ ,  $R^{13}$  and  $R^{15}$  are as defined above;

wherein within one of  $R^3$  or  $R^4$  any cycloalkyl, heterocycloalkyl, aryl or heteroaryl may be substituted with 1 radical selected from  $-R^{15}$ ,  $-X^4OR^{15}$ ,  $-X^4SR^{15}$ ,  $-X^4S(O)R^{15}$ ,  $-X^4S(O)_2R^{15}$ ,  $-X^4C(O)R^{15}$ ,  $-X^4C(O)OR^{15}$ ,  $-X^4OC(O)R^{15}$ ,  $-X^4NR^{15}R^{12}$ ,  $-X^4NR^{12}C(O)R^{15}$ ,  $-X^4NR^{12}C(O)OR^{15}$ ,  $-X^4C(O)NR^{12}R^{15}$ ,  $-X^4S(O)_2NR^{15}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{15}$ ,  $-X^4NR^{12}C(O)NR^{15}R^{12}$  and  $-X^4NR^{12}C(NR^{12})NR^{15}R^{12}$ , wherein  $X^4$ ,  $R^{12}$  and  $R^{15}$  are as defined above; and wherein each of  $R^3$  and  $R^4$  may be substituted further with 1 to 5 radicals independently selected from  $(C_{1-6})$ alkyl, cyano, halo, halo-substituted  $(C_{1-4})$ alkyl, nitro,  $-X^4NR^{12}R^{12}$ ,  $-X^4NR^{12}C(O)R^{12}$ ,  $-X^4NR^{12}C(O)OR^{12}$ ,  $-X^4NR^{12}C(O)NR^{12}R^{12}$ ,  $-X^4NR^{12}C(NR^{12})NR^{12}R^{12}$ ,  $-X^4OR^{13}$ ,  $-X^4SR^{13}$ ,  $-X^4C(O)OR^{12}$ ,  $-X^4C(O)R^{13}$ ,  $-X^4OC(O)R^{13}$ ,

$-X^4C(O)NR^{12}R^{12}$ ,  $-X^4S(O)_2NR^{12}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{13}$ ,  $-X^4P(O)(OR^{12})OR^{12}$ ,  $-X^4OP(O)(OR^{12})OR^{12}$ ,  $-X^4S(O)R^{14}$  and  $-X^4S(O)_2R^{14}$ , wherein  $X^4$ ,  $R^{12}$ ,  $R^{13}$  and  $R^{14}$  are as defined above;

wherein within one of  $R^3$  and  $R^4$  any cycloalkyl, ~~heterocycloalkyl~~, or aryl or ~~heteroaryl~~ ~~may be is unsubstituted or~~ substituted with 1 radical selected from  $-R^{15}$  and  $-X^4OR^{15}$ ; and wherein each of  $R^3$  or  $R^4$  ~~may be is unsubstituted or~~ substituted further by 1-5 radicals independently selected from (C<sub>1-6</sub>)alkyl, cyano, halo, halo-substituted(C<sub>1-4</sub>)alkyl,  $-X^4NR^{12}C(O)OR^{12}$ ,  $-X^4OR^{13}$ ,  $-X^4C(O)OR^{12}$ ,  $-X^4C(O)R^{13}$ ,  $-X^4C(O)NR^{12}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{13}$  and  $-X^4S(O)_2R^{14}$ , wherein  $X^4$ ,  $R^{12}$ ,  $R^{13}$ ,  $R^{14}$  and  $R^{15}$  are as defined above;

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

3. (Currently Amended) A compound of claim 2 in which  $R^3$  and  $R^4$  are independently  $-CH_2X^7$ , wherein  $X^7$  is selected from  $X^4SR^{13}$ ,  $-X^4C(O)R^{13}$ ,  $-X^4C(O)NR^{12}R^{12}$ ,  $-R^{15}$ ,  $-X^4OR^{15}$ ,  $-X^4SR^{15}$ ,  $-X^4S(O)_2R^{15}$ ,  $-X^4C(O)R^{15}$  and  $-X^4C(O)NR^{15}R^{12}$ , wherein  $X^4$  is a bond or (C<sub>1-6</sub>)alkylene,  $R^{12}$  at each occurrence independently is hydrogen or (C<sub>1-6</sub>)alkyl,  $R^{13}$  is hydrogen, (C<sub>1-6</sub>)alkyl or halo-substituted(C<sub>1-6</sub>)alkyl,  $R^{14}$  is (C<sub>1-6</sub>)alkyl or halo-substituted(C<sub>1-6</sub>)alkyl and  $R^{15}$  is (C<sub>3-10</sub>)cycloalkyl(C<sub>0-6</sub>)alkyl, (C<sub>3-10</sub>)cycloalkyl(C<sub>0-6</sub>)alkyl, hetero(C<sub>3-10</sub>)cycloalkyl(C<sub>0-6</sub>)alkyl, (C<sub>6-10</sub>)aryl(C<sub>0-6</sub>)alkyl, ~~hetero(C<sub>3-10</sub>)aryl(C<sub>0-6</sub>)alkyl~~, or (C<sub>9-12</sub>)bicycloaryl(C<sub>0-6</sub>)alkyl ~~or hetero(C<sub>8-12</sub>)bicycloaryl(C<sub>0-6</sub>)alkyl~~; wherein within  $R^3$  and  $R^4$  any cycloalkyl, ~~heterocycloalkyl~~, aryl or ~~heteroaryl~~ may be substituted with 1 radical selected from  $-R^{15}$  and  $-X^4OR^{15}$ , wherein  $X^4$  and  $R^{15}$  are as defined above; and wherein  $R^3$  and  $R^4$  may be substituted further by 1 to 5 radicals independently selected from (C<sub>1-6</sub>)alkyl, cyano, halo, halo-substituted(C<sub>1-4</sub>)alkyl,  $-X^4NR^{12}C(O)OR^{12}$ ,  $-X^4OR^{13}$ ,  $-X^4C(O)OR^{12}$ ,  $-X^4C(O)R^{13}$ ,  $-X^4C(O)NR^{12}R^{12}$ ,  $-X^4NR^{12}S(O)_2R^{13}$  and  $-X^4S(O)_2R^{14}$ , wherein  $X^4$ ,  $R^{12}$ ,  $R^{13}$  and  $R^{14}$  are as defined above;

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

4. (Currently Amended) A compound of claim 3 in which R<sup>3</sup> is selected from 5-bromothiophen-2-ylmethyl, 3-cyclohexylpropyl, 2-cyclohexylpropyl, 2-cyclopentylpropyl, 3-phenylpropyl, 3-(2-difluoromethoxy)phenylpropyl, 2-phenylcyclopropylmethyl, 2,2-difluoro-3-phenylpropyl, 1-benzylcyclopropylmethyl, 2-tetrahydro-pyran-4-ylethyl, 1-isobutylcyclopropylmethyl, thiophen-2-ylmethyl, tetrahydro-pyran-4-ylmethyl, cyclopropylmethylsulfanylmethyl, 2,2-dimethyl-3-phenylpropyl, 4-methyl-[1,2,5]thiadiazol-3-ylmethylsulfonylmethyl, 3-methyl-[1,2,4]thiadiazol-3-ylmethylsulfonylmethyl, thiophen-3-ylmethylsulfonylmethyl, 3-methoxy-5-methyl-isoxazol-4-ylmethylsulfonylmethyl, 2,4-dimethyl-thiazol-5-ylmethylsulfonylmethyl, 2-methyl-oxazol-4-ylmethylsulfonylmethyl, 2-methyl-thiazol-4-ylmethylsulfonylmethyl, 1,2,3]thiadiazol-4-ylmethylsulfonylmethyl, 3-methyl-[1,2,4]thiadiazol-5-ylmethylsulfonylmethyl, 4-methyl-[1,2,5]thiadiazol-3-ylmethylsulfonylmethyl, thiophen-3-ylmethylsulfonylmethyl, tetrahydro-pyran-4-yloxymethyl, piperidin-1-ylcarbonyl, thiophene-2-sulfonylmethyl, 3-chloro-2-fluoro-benzylsulfonylmethyl, benzenesulfonylmethyl, benzylsulfonylmethyl, 2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl, 2-benzenesulfonyl-ethyl, 2-(pyridine-2-sulfonyl)-ethyl, 2-(pyridine-4-sulfonyl)-ethyl, 2-benzylsulfonyl-ethyl, oxy-pyridin-2-ylmethylsulfonylmethyl, prop-2-ene-1-sulfonylmethyl, 4-methoxy-benzylsulfonylmethyl, *p*-tolylmethylsulfonylmethyl, 4-chloro-benzylsulfonylmethyl, *o*-tolylmethylsulfonylmethyl, 3,5-dimethyl-benzylsulfonylmethyl, 4-trifluoromethyl-benzylsulfonylmethyl, 4-trifluoromethoxy-benzylsulfonylmethyl, 2-bromo-benzylsulfonylmethyl, pyridin-2-ylmethylsulfonylmethyl, pyridin-3-ylmethylsulfonylmethyl, pyridin-4-ylmethylsulfonylmethyl, naphthalen-2-ylmethylsulfonylmethyl, 3-methyl-benzylsulfonylmethyl, 3-trifluoromethyl-benzylsulfonylmethyl, 3-trifluoromethoxy-benzylsulfonylmethyl, 4-fluoro-2-trifluoromethoxy-benzylsulfonylmethyl, 2-fluoro-6-trifluoromethyl-benzylsulfonylmethyl, 3-chloro-benzylsulfonylmethyl, 2-fluoro-benzylsulfonylmethyl, 2-trifluoro-benzylsulfonylmethyl, 2-cyano-benzylsulfonylmethyl, 4-*tert*-butyl-benzylsulfonylmethyl, 2-fluoro-3-methyl-benzylsulfonylmethyl, 3-fluoro-benzylsulfonylmethyl, 4-fluoro-benzylsulfonylmethyl, 2-chloro-benzylsulfonylmethyl, 2,5-difluoro-benzylsulfonylmethyl, 2,6-difluoro-benzylsulfonylmethyl, 2,5-dichloro-benzylsulfonylmethyl, 3,4-dichloro-benzylsulfonylmethyl, 2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl, 2-cyano-benzylsulfonylmethyl, 3-cyano-benzylsulfonylmethyl, 2-trifluoromethoxy-benzylsulfonylmethyl,

2,3-difluoro-benzylsulfonylmethyl, 2,5-difluoro-benzylsulfonylmethyl, biphenyl-2-ylmethylsulfonylmethyl, cyclohexylmethyl, 3-fluoro-benzylsulfonylmethyl, 3,4-difluoro-benzylsulfonylmethyl, 2,4-difluoro-benzylsulfonylmethyl, 2,4,6-trifluoro-benzylsulfonylmethyl, 2,4,5-trifluoro-benzylsulfonylmethyl, 2,3,4-trifluoro-benzylsulfonylmethyl, 2,3,5-trifluoro-benzylsulfonylmethyl, 2,5,6-trifluoro-benzylsulfonylmethyl, 2-chloro-5-trifluoromethylbenzylsulfonylmethyl, 2-methyl-propane-1-sulfonyl, 2-fluoro-3-trifluoromethylbenzylsulfonylmethyl, 2-fluoro-4-trifluoromethylbenzylsulfonylmethyl, 2-fluoro-5-trifluoromethylbenzylsulfonylmethyl, 4-fluoro-3-trifluoromethylbenzylsulfonylmethyl, 2-methoxy-benzylsulfonylmethyl, 3,5-bis-trifluoromethyl-benzylsulfonylmethyl, 4-difluoromethoxy-benzylsulfonylmethyl, 2-difluoromethoxy-benzylsulfonylmethyl, 3-difluoromethoxy-benzylsulfonylmethyl, 2,6-dichloro-benzylsulfonylmethyl, biphenyl-4-ylmethylsulfonylmethyl, 3,5-dimethyl-isoxazol-4-ylmethylsulfonylmethyl, 5-chloro-thiophen-2-ylmethylsulfonylmethyl, 2-[4-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-[2-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-[3-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-(4-trifluoromethoxy-benzenesulfonyl)-ethyl, 2-(3-trifluoromethoxy-benzenesulfonyl)-ethyl, 2-(2-trifluoromethoxy-benzenesulfonyl)-ethyl, (cyanomethyl-methyl-carbamoyl)-methyl, biphenyl-3-ylmethyl, 2-oxo-2-pyrrolidin-1-yl-ethyl, 2-benzenesulfonyl-ethyl, isobutylsulfanylmethyl, 2-phenylsulfanyl-ethyl, cyclohexylmethylsulfonylmethyl, 2-cyclohexyl-ethanesulfonyl, benzyl, naphthalen-2-yl, benzylsulfanylmethyl, 2-trifluoromethyl-benzylsulfanylmethyl, phenylsulfanyl-ethyl and cyclopropylmethylsulfonylmethyl;

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

5. (Currently Amended) A compound of claim 4 in which R<sup>4</sup> is selected from 2-trifluorobenzylsulfonylmethyl, 3-phenylsulfanylpropyl, 4-chlorobenzylsulfonylmethyl, thiophen-2-ylsulfonylmethyl, benzylsulfonylmethyl, 4-methylbenzylsulfonylmethyl, 2-phenylsulfonylethyl, 2-pyridin-2-ylsulfonylethyl, 2-pyridin-4-ylsulfonylethyl,



2-benzylsulfonyl-ethyl, 2-(3-difluoromethoxyphenylsulfonyl)-ethyl,  
naphthalen-2-ylmethylsulfonylmethyl, pyridin-2-ylmethylsulfonylmethyl,  
3-methylbenzylsulfonylmethyl, 3-trifluoromethylbenzylsulfonylmethyl,  
3-difluoromethoxybenzylsulfonylmethyl, 3-chlorobenzylsulfonylmethyl,  
3-fluorobenzylsulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 3-cyanobenzylsulfonylmethyl,  
4-cyanobenzylsulfonylmethyl, 3,4-difluorobenzylsulfonylmethyl, benzylsulfonylmethyl,  
*N*-cyanomethyl-*N*-methylcarbamoylmethyl, 3-bromobenzyl, 4-phenylbutyl, 2,2-difluoro-  
3-phenylpropyl, 4'-methylsulfonylaminobiphenyl-3-ylmethyl,  
4'-ethoxycarbonylaminobiphenyl-3-ylmethyl, 4-methylpiperazin-1-ylcarbonylmethyl,  
1-fluoro-2-(4-methylpiperazin-1-yl)-2-oxoethyl, 1-hydroxy-4-methylpiperazin-1-yl-  
2-oxoethyl, 1-hydroxy-2-morpholin-4-yl-2-oxoethyl, 1-hydroxy-2-oxo-2-pyrrolidin-1-yl-  
ethyl, 1-fluoro-2-oxo-2-pyrrolidin-1-yl-ethyl, 1-fluoro-2-isopropylamino-2-oxoethyl,  
1-hydroxy-2-isopropylamino-2-oxoethyl, 1-fluoro-2-oxo-2-piperazin-1-ylethyl,  
thiophen-3-ylmethylsulfonylmethyl, 4-methyl-[1,2,5]thiadiazol-3-ylmethylsulfonylmethyl, 3-  
methoxy-5-methyl-isoxazol-4-ylmethylsulfonylmethyl, 2,4-dimethyl-thiazol-5-  
ylmethylsulfonylmethyl, 2-methyl-oxazol-4-ylmethylsulfonylmethyl, 2-methyl-  
thiazol-4-ylmethylsulfonylmethyl, 2-([1,2,3]thiadiazol-4-ylmethylsulfonyl)-ethyl, 2-(3-  
methyl-[1,2,4]thiadiazol-5-ylmethylsulfonyl)-ethyl, 2-oxo-2-phenyl-ethyl,  
2-morpholin-4-yl-2-oxo-ethyl, 2-benzenesulfonyl-ethyl, 2-naphthalen-2-yl-2-oxo-ethyl,  
2-benzo[1,3]dioxol-5-yl-2-oxo-ethyl, 2-benzo[*b*]thiophen-2-yl-2-oxo-ethyl,  
2-biphenyl-4-yl-2-oxo-ethyl, 4-benzylsulfonylmethyl,  
2-(3-trifluoromethoxy-benzenesulfonyl)-ethyl, 2-oxo-2-(4-phenoxy-phenyl)-ethyl,  
2-(4-hydroxy-phenyl)-2-oxo-ethyl, benzylcarbamoyl-methyl, 4-acetyl-piperazine-1-carboxylic  
acid ethyl ester, cyclohexylcarbamoylmethyl,  
2-(3-Chloro-benzo[*b*]thiophen-2-yl)-2-oxo-ethyl, benzenesulfonylmethyl,  
2-oxo-2-thiophen-2-yl-ethyl, 2-oxo-2-thiophen-3-yl-ethyl, naphthalene-2-sulfonylmethyl,  
2-(5-methyl-thiophen-2-yl)-2-oxo-ethyl, 2-(3-chloro-thiophen-2-yl)-2-oxo-ethyl,  
5-methyl-thiophene-2-sulfonylmethyl, phenylcarbamoylmethyl,  
(5,6,7,8-tetrahydro-naphthalen-1-ylcarbamoyl)-methyl,  
(4-carbamoyl-phenylcarbamoyl)-methyl, (3-carbamoyl-phenylcarbamoyl)-methyl,  
(butyl-methyl-carbamoyl)-methyl, biphenyl-4-ylmethyl, 2-oxo-2-*p*-tolyl-ethyl,  
2-(3-fluoro-4-methoxy-phenyl)-2-oxo-ethyl, 2-(4-chloro-phenyl)-2-oxo-ethyl,  
2-(4-methoxy-phenyl)-2-oxo-ethyl, 2-oxo-2-(4-trifluoromethoxy-phenyl)-ethyl,  
2-(3,4-difluoro-phenyl)-2-oxo-ethyl, 2-(3,4-dimethoxy-phenyl)-2-oxo-ethyl,

2-(4-fluoro-phenyl)-2-oxo-ethyl, 5-methyl-2-oxo-hexyl, 3,5-dimethyl-benzylsulfonylmethyl, 4-trifluoromethyl-benzylsulfonylmethyl; 4-trifluoromethoxy-benzylsulfonylmethyl, isopropylcarbonylmethyl, 4-dimethylcarbonylmethyl, pyridin-4-ylcarbonylmethyl, pyridin-4-ylmethylsulfonylmethyl, pyridin-3-ylmethylsulfonylmethyl, 3,4-dichloro-benzylsulfonylmethyl, pyridin-3-ylcarbonylmethyl, 4-methoxy-benzylsulfonylmethyl, 4-chloro-benzylsulfonylmethyl, thiophene-2-sulfonylmethyl, benzylsulfonylmethyl, *p*-tolylmethylsulfonylmethyl, 2-benzenesulfonyl-ethyl, 2-(pyridine-2-sulfonyl)-ethyl, 2-(pyridine-4-sulfonyl)-ethyl, 2-benzylsulfonyl-ethyl, 2-[3-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl, naphthalen-2-ylmethylsulfonylmethyl, pyridin-2-ylmethylsulfonylmethyl, *m*-tolylmethylsulfonylmethyl, 3-trifluoromethyl-benzylsulfonylmethyl, 3-trifluoromethoxy-benzylsulfonylmethyl, 3-chloro-benzylsulfonylmethyl, 3-fluoro-benzylsulfonylmethyl, 4-fluoro-benzylsulfonylmethyl, 3-cyano-benzylsulfonylmethyl, 4-cyano-benzylsulfonylmethyl, 3,4-difluoro-benzylsulfonylmethyl, (cyanomethyl-methyl-carbonyl)-methyl, 3-bromo-benzyl, 2-oxo-2-pyrrolidin-1-yl-ethyl, 2-(4'-chloro-biphenyl-4-yl)-2-oxo-ethyl, biphenyl-3-ylmethyl, 2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl, 2-(4-methylsulfonylamino-phenyl)-2-oxo-ethyl, 2-oxo-2-piperidin-1-yl-ethyl, 2-(4-methylsulfonyl-piperazin-1-yl)-2-oxo-ethyl, 2-trifluoromethyl-benzylsulfonylmethyl, 4-fluoro-3-trifluoromethyl-benzylsulfonylmethyl, 4-carboxy-benzylsulfonylmethyl, 3,5-bis-trifluoromethyl-benzylsulfonylmethyl, 4-(1,1-difluoro-methoxy)-benzylsulfonylmethyl, 3-(1,1-difluoro-methoxy)-benzylsulfonylmethyl, 5-chloro-thiophen-2-ylmethylsulfonylmethyl, 2-[4-(1,1-difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-(4-trifluoromethoxy-benzenesulfonyl)-ethyl, 2-phenylsulfonylmethyl, benzylsulfonylmethyl, 2-trifluoromethyl-benzylsulfonylmethyl, 2-trifluoromethoxy-benzylsulfonylmethyl, 2-cyclohexyl-ethyl and isobutylsulfonylmethyl;

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

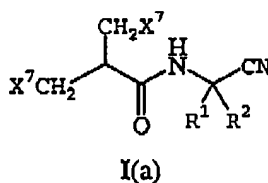
6. The compound of claim 5 in which  $R^1$  is hydrogen or  $(C_{1-6})$ alkyl and  $R^2$  is hydrogen,  $-X^4OR^{13}$ , hetero $(C_{5-10})$ aryl $(C_{0-6})$ alkyl,  $(C_{5-10})$ aryl $(C_{0-6})$ alkyl or  $(C_{1-6})$ alkyl; or  $R^1$  and  $R^2$  taken together with the carbon atom to which both  $R^1$  and  $R^2$  are attached form  $(C_{3-8})$ cycloalkylene or hetero $(C_{3-8})$ cycloalkylene; wherein the cycloalkylene or heterocycloalkylene are is optionally substituted with 1 to 3  $(C_{1-6})$ alkyl radicals;

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

7. (Currently Amended) The compound of claim 6 in which  $R^1$  is hydrogen or methyl and  $R^2$  is methoxymethyl, methoxyethyl, methyl, ethyl, propyl, butyl, phenethyl, hiophen-2-yl or 5-methyl-furan-2-yl; or  $R^1$  and  $R^2$  taken together with the carbon atom to which both  $R^1$  and  $R^2$  are attached form cyclopropyl, tetrahydro-pyran-4-yl or 1-methyl-piperidin-4-yl;

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

8. (Currently Amended) The compound of claim 7 of Formula I(a):

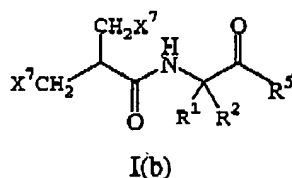


~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

9. (Currently Amended) The compound of claim 8 selected from the group consisting of 3-biphenyl-3-yl-*N*-cyanomethyl-2-benzylsulfonylmethyl-propionamide; 3-biphenyl-4-yl-*N*-cyanomethyl-2-benzylsulfonylmethyl-propionamide; 3-(3-bromo-phenyl)-*N*-cyanomethyl-2-benzylsulfonylmethyl-propionamide; *N*-cyanomethyl-3-(3-cyano-benzylsulfonyl)-2-benzylsulfonyl-methyl-propionamide; *N*-cyanomethyl-2-[2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl]-3-benzylsulfonyl-propionamide; *N*-cyanomethyl-3-(2-trifluoromethyl-benzylsulfonyl)-2-(2-trifluoro-methyl-benzylsulfonylmethyl)-propionamide; *N*-cyanomethyl-3-isobutylsulfonyl-2-isobutylsulfonylmethyl-propionamide; *N*-cyanomethyl-4-phenylsulfonyl-2-(2-phenylsulfonyl-ethyl)-butyramide; *N*-cyanomethyl-3-[2-(1,1-difluoro-methoxy)-benzylsulfonyl]-2-[2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl]-propionamide; 3-benzylsulfonyl-2-benzylsulfonylmethyl-*N*-cyanomethyl-propionamide; *N*-cyanomethyl-2-[2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl]-3-benzylsulfonyl-propionamide; *N*-cyanomethyl-3-(2-trifluoromethyl-benzylsulfonyl)-2-(2-trifluoromethyl-benzylsulfonylmethyl)-propionamide; 4-benzenesulfonyl-2-(2-benzenesulfonyl-ethyl)-*N*-cyanomethyl-butylamide; *N*-cyanomethyl-3-[2-(1,1-difluoro-methoxy)-benzylsulfonyl]-2-[2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl]-propionamide; *N*-cyanomethyl-3-benzylsulfonyl-2-benzylsulfonylmethyl-propionamide; *N*-cyanomethyl-3-(2-methyl-propane-1-sulfonyl)-2-(2-methyl-propane-1-sulfonylmethyl)-propionamide; *N*-cyanomethyl-3-(2-methyl-thiazol-4-ylmethylsulfonyl)-2-benzyl-sulfonylmethyl-propionamide; 3-biphenyl-3-yl-*N*-cyanomethyl-2-[2-(1,1-difluoro-methoxy)-benzyl-sulfonylmethyl]-propionamide; (3'-{2-(cyanomethyl-carbamoyl)-3-[2-(1,1-difluoro-methoxy)-benzyl-sulfonyl]-propyl}-biphenyl-4-yl)-carbamic acid ethyl ester; *N*-cyanomethyl-2-[2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl]-3-(4'-methylsulfonylamino-biphenyl-3-yl)-propionamide; 3-(3-bromo-phenyl)-*N*-cyanomethyl-2-[2-(1,1-difluoro-methoxy)-phenyl-methylsulfonylmethyl]-propionamide; *N*-cyanomethyl-2-((*E*)-3-phenyl-allyl)-3-benzylsulfonyl-propionamide; and *N*-cyanomethyl-3-benzylsulfonyl-2-(3-phenyl-propyl)-propionamide;

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

10. (Currently Amended) The compound of Claim 7 of Formula I(b):



~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

11. (Currently Amended) The compound of claim 10 in which R<sup>5</sup> is 1*H*-benzimidazol-2-yl, benzoxazol-2-yl, oxazolo[4,5-*b*]pyridin-2-yl, benzothiazol-2-yl, 5-phenyl-[1,3,4]oxadiazol-2-yl, 4-(5-pyridin-4-yl-[1,3,4]oxadiazol-2-yl, 5-pyridin-3-yl-[1,3,4]oxadiazol-2-yl, 5-pyridazin-3-yl-[1,3,4]oxadiazol-2-yl, pyrimidin-2-yl, pyridazin-3-yl, 3-phenyl-[1,2,4]oxadiazol-5-yl, 5-methoxymethyl-[1,3,4]oxadiazol-2-yl, 5-ethyl-[1,3,4]oxadiazol-2-yl, 1,3,4]thiadiazol-2-yl, benzyloxycarbonyl, benzyloxydicarbonyl, phenyldicarbonyl, 5-methyl-[1,3,4]thiadiazol-2-yl, 5-trifluoromethyl-[1,3,4]oxadiazol-2-yl, 5-methyl-[1,3,4]oxadiazol-2-yl, 5-methyl-[1,2,4]oxadiazol-3-yl, 5-phenyl-[1,2,4]oxadiazol-3-yl, 5-thiophen-3-yl-[1,2,4]oxadiazol-3-yl, 5-trifluoromethyl-[1,2,4]oxadiazol-3-yl, 3-methyl-[1,2,4]oxadiazol-5-yl or 3-pyrazin-2-yl;

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

12. (Currently Amended) The compound of claim 11 selected from the group consisting of *N*-[(*S*)-1-(1-Benzoxazol-2-yl-methanoyl)-butyl]-3-benzylsulfonyl-2-benzylsulfonylmethyl-propionamide; *N*-[(*S*)-1-(1-Benzoxazol-2-yl-methanoyl)-butyl]-3-(2-trifluoromethyl-benzylsulfonyl)-2-(2-trifluoromethyl-benzylsulfonylmethyl)-propionamide; *N*-[(*S*)-1-(1-Benzoxazol-2-yl-methanoyl)-pentyl]-4-(2-methoxy-benzenesulfonyl)-2-[2-(2-methoxy-benzenesulfonyl)-ethyl]-butyramide; 4-Benzenesulfonyl-2-(2-benzenesulfonyl-ethyl)-*N*-[(*S*)-1-(1-benzoxazol-2-yl-methanoyl)-butyl]-butyramide; (*R*)-*N*-[(*S*)-1-(1-benzoxazol-2-yl-methanoyl)-butyl]-2-cyclohexylmethyl-3-benzylsulfonyl-propionamide; *N*-[(*S*)-1-(1-benzothiazol-2-yl-methanoyl)-propyl]-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-

butyramide; *N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-butyl]-3-cyclohexyl-2-cyclohexylmethyl-propionamide; *N*-[(*S*)-1-(1-Benzooxazol-2-yl-methanoyl)-butyl]-3-isobutylsulfanyl-2-isobutylsulfanylmethyl-propionamide; *N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-butyl]-3-benzylsulfanyl-2-benzylsulfanylmethyl-propionamide; *N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-butyl]-4-phenylsulfanyl-2-(2-phenylsulfanyl-ethyl)-butyramide; *N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butylamide; *N*-[(*S*)-1-(1-Benzooxazol-2-yl-methanoyl)-pentyl]-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butylamide; 4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-*N*-[(*S*)-1-[1-(3-phenyl-[1,2,4]oxadiazol-5-yl)-methanoyl]-propyl]-butylamide; *N*-[(*S*)-1-(1-Benzooxazol-2-yl-methanoyl)-butyl]-2-[2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl]-3-benzylsulfonyl-propionamide; 4-Morpholin-4-yl-4-oxo-*N*-[1-(2-oxo-2-phenyl-acetyl)-pentyl]-2-benzylsulfonylmethyl-butylamide; *N*-(1,1-Dimethyl-2-oxazolo[4,5-*b*]pyridin-2-yl-2-oxo-ethyl)-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butylamide; *N*-[1-(5-Ethyl-[1,3,4]oxadiazole-2-carbonyl)-butyl]-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butylamide; *N*-[1-(5-Ethyl-[1,3,4]oxadiazole-2-carbonyl)-butyl]-4-oxo-2-benzylsulfonyl-methyl-4-piperidin-1-yl-butylamide; *N*-[1-(5-Ethyl-[1,3,4]oxadiazole-2-carbonyl)-butyl]-4-oxo-2-benzylsulfonyl-methyl-4-pyrrolidin-1-yl-butylamide; *N*-[1-(5-Methoxymethyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butylamide; *N*-[1-(5-Methoxymethyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-4-oxo-2-benzylsulfonylmethyl-4-piperidin-1-yl-butylamide; *N*-[1-(5-Methoxymethyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-4-oxo-2-benzylsulfonylmethyl-4-pyrrolidin-1-yl-butylamide; 4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-*N*-[1-(5-phenyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-butylamide; 4-Oxo-2-benzylsulfonylmethyl-*N*-[1-(5-phenyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-4-piperidin-1-yl-butylamide; 4-Oxo-2-benzylsulfonylmethyl-*N*-[1-(5-phenyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-4-pyrrolidin-1-yl-butylamide; 4-Morpholin-4-yl-*N*-[1-(oxazolo[4,5-*b*]pyridine-2-carbonyl)-propyl]-4-oxo-2-benzylsulfonylmethyl-butylamide; *N*-[1-(Oxazolo[4,5-*b*]pyridine-2-carbonyl)-propyl]-4-oxo-2-benzylsulfonyl-methyl-4-piperidin-1-yl-butylamide; *N*-[1-(Oxazolo[4,5-*b*]pyridine-2-carbonyl)-propyl]-4-oxo-2-benzylsulfonyl-methyl-4-pyrrolidin-1-yl-butylamide; 4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-*N*-[1-(5-pyridin-4-yl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-butylamide; 4-Oxo-2-benzylsulfonylmethyl-4-piperidin-1-yl-*N*-[1-(5-pyridin-4-yl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-butylamide; 4-Oxo-2-benzylsulfonylmethyl-*N*-[1-(5-pyridin-4-yl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-4-pyrrolidin-1-yl-butylamide; 4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-*N*-[1-(5-pyridin-

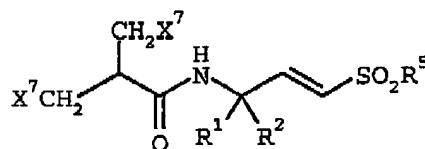
3-yl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-butyramide; *N*-[1-(Benzooxazole-2-carbonyl)-propyl]-4-oxo-2-benzylsulfonylmethyl-4-piperidin-1-yl-butylamide; *N*-[1-(Benzooxazole-2-carbonyl)-propyl]-4-oxo-2-benzylsulfonylmethyl-4-pyrrolidin-1-yl-butylamide; *N*-[1-(Benzooxazole-2-carbonyl)-propyl]-2-cyclohexylmethyl-4-morpholin-4-yl-4-oxo-butylamide; 2-Cyclohexylmethyl-4-morpholin-4-yl-*N*-[1-(oxazolo[4,5-b]pyridine-2-carbonyl)-propyl]-4-oxo-butylamide; 2-Cyclohexylmethyl-*N*-[1-(5-ethyl-[1,3,4]oxadiazole-2-carbonyl)-butyl]-4-morpholin-4-yl-4-oxo-butylamide; *N*-(2-Benzooxazol-2-yl-1-methoxymethyl-2-oxo-ethyl)-2-(2-difluoromethoxy-benzylsulfonylmethyl)-4-morpholin-4-yl-4-oxo-butylamide; *N*-[1-(Benzooxazole-2-carbonyl)-propyl]-2-(2-cyclohexyl-ethyl)-4-morpholin-4-yl-4-oxo-butylamide; 2-(2-Cyclohexyl-ethyl)-4-morpholin-4-yl-*N*-[1-(oxazolo[4,5-b]pyridine-2-carbonyl)-propyl]-4-oxo-butylamide; 2-(2-Cyclohexyl-ethyl)-4-morpholin-4-yl-4-oxo-*N*-[1-(5-phenyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-butylamide; 2-(2-Difluoromethoxy-benzylsulfonylmethyl)-4-morpholin-4-yl-4-oxo-*N*-[1-(5-phenyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-butylamide; 2-(2-Difluoromethoxy-benzylsulfonylmethyl)-*N*-[1-(5-ethyl-[1,3,4]oxadiazole-2-carbonyl)-butyl]-4-morpholin-4-yl-4-oxo-butylamide; *N*-[1-(Benzooxazole-2-carbonyl)-propyl]-2-(2-difluoromethoxy-benzyl-sulfonylmethyl)-4-morpholin-4-yl-4-oxo-butylamide;

2-(2-Morpholin-4-yl-2-oxo-ethyl)-5-phenyl-pentanoic acid, 1-(benzooxazole-2-carbonyl)-propyl]-amide; (R)-2-Cyclohexylmethyl-4-morpholin-4-yl-4-oxo-*N*-[(S)-1-(5-phenyl-1,2,4-oxadiazole-3-carbonyl)-propyl]-butylamide; 2-(2-Morpholin-4-yl-2-oxo-ethyl)-5-phenyl-pentanoic acid, (S)-1-(5-phenyl-[1,2,4]oxadiazole-3-carbonyl)-propyl]-amide; 4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-*N*-[(S)-1-(5-phenyl-1,2,4-oxadiazole-3-carbonyl)-propyl]-butylamide; (R)-2-Cyclohexylmethyl-4-morpholin-4-yl-4-oxo-*N*-[(S)-1-(3-phenyl-1,2,4-oxadiazole-5-carbonyl)-propyl]-butylamide; 4-Morpholin-4-yl-*N*-[1-(oxazole-2-carbonyl)-3-phenyl-propyl]-4-oxo-2-benzylsulfonylmethyl-butylamide; *N*-(1,1-Dimethyl-2-oxazol-2-yl-2-oxo-ethyl)-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butylamide; *N*-4-Isopropyl-*N*-1-[1-(oxazole-2-carbonyl)-3-phenyl-propyl]-2-benzylsulfonylmethyl-succinamide; 2-(2-Difluoromethoxy-benzylsulfonylmethyl)-4-morpholin-4-yl-*N*-[1-(oxazole-2-carbonyl)-3-phenyl-propyl]-4-oxo-butylamide; 2-(2-Methyl-propane-1-sulfonylmethyl)-4-morpholin-4-yl-*N*-[1-(oxazole-2-carbonyl)-3-phenyl-propyl]-4-oxo-butylamide; 2-Cyclopropylmethylsulfonylmethyl-4-morpholin-4-yl-*N*-[1-(oxazole-2-carbonyl)-3-phenyl-propyl]-4-oxo-butylamide; *N*-[1-(Benzooxazole-2-carbonyl)-butyl]-2-benzylsulfonyl-3-(tetrahydro-pyran-4-yloxymethyl)-propionamide; *N*-[1-(Benzooxazole-2-carbonyl)-butyl]-3-ethanesulfonyl-2-(tetrahydro-pyran-4-yloxymethyl)-propionamide; *N*-(1-Benzenesulfonyl-3-

oxo-azepan-4-yl)-2-cyclopropylmethylsulfonyl-methyl-4-morpholin-4-yl-4-oxo-butyramide; 2-Cyclopropylmethylsulfonylmethyl-N-[(S)-1-[(R)-hydroxy-(3-phenyl-1,2,4-oxadiazol-5-yl)-methyl]-propyl]-4-morpholin-4-yl-4-oxo-butyramide; N-[(S)-1-[(R)-hydroxy-(3-phenyl-1,2,4-oxadiazol-5-yl)-methyl]-propyl]-2-(2-methyl-propane-1-sulfonylmethyl)-4-morpholin-4-yl-4-oxo-butyramide; 2-(2-Morpholin-4-yl-2-oxo-ethyl)-5-phenyl-pentanoic acid [(S)-1-[(R)-hydroxy-(3-phenyl-1,2,4-oxadiazol-5-yl)-methyl]-propyl]-amide; 2-Cyclopropylmethylsulfonylmethyl-4-morpholin-4-yl-4-oxo-N-[(S)-1-(3-phenyl-1,2,4-oxadiazole-5-carbonyl)-propyl]-butyramide; 2-(2-methyl-propane-1-sulfonylmethyl)-4-morpholin-4-yl-4-oxo-N-[(S)-1-(3-phenyl-1,2,4-oxadiazole-5-carbonyl)-propyl]-butyramide; 2-(2-Morpholin-4-yl-2-oxo-ethyl)-5-phenyl-pentanoic acid, (S)-1-(3-phenyl-1,2,4-oxadiazole-5-carbonyl)-propyl]-amide; N-[(1S)-1-(Benzoxazol-2-yl-hydroxy-methyl)-3-phenyl-propyl]-2-cyclopropylmethylsulfonylmethyl-4-morpholin-4-yl-4-oxo-butyramide; (R)-2-[(S)-1-Hydroxy-2-morpholin-4-yl-2-oxo-ethyl)-5-phenyl-pentanoic acid, 1-(benzoxazole-2-carbonyl)-propyl]-amide; (R)-5-(2-Difluoromethoxy-phenyl)-2-[(S)-1-hydroxy-2-morpholin-4-yl-2-oxo-ethyl)-pentanoic acid, 1-(benzoxazole-2-carbonyl)-propyl]-amide; and 4-Morpholin-4-yl-N-[1-(oxazole-2-carbonyl)-cyclopropyl]-4-oxo-2-benzylsulfonyl methyl-butylamide;

~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

13. (Currently Amended) The compound of claim 7 of Formula I(c):



I(c)

~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

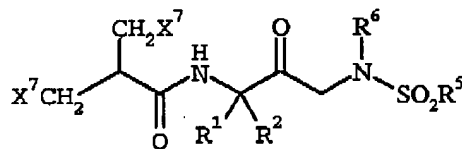


14. (Currently Amended) The compound of claim 13 in which  $R^5$  is phenyl;  
~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

15. (Currently Amended) The compound of claim 14 selected from the group consisting of *N*-[(*S*)-1-((*E*)-2-benzenesulfonyl-vinyl)-pentyl]-3-benzylsulfonyl-2-benzylsulfonylmethyl-propionamide and *N*-(3-benzenesulfonyl-1-phenethyl-allyl)-3-benzylsulfonyl-2-benzylsulfonylmethyl-propionamide;

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

16. (Currently Amended) The compound of claim 7 of Formula I(d):



I(d)

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

17. (Currently Amended) The compound of claim 16 in which  $R^5$  is phenyl and  $R^6$  is hydrogen;

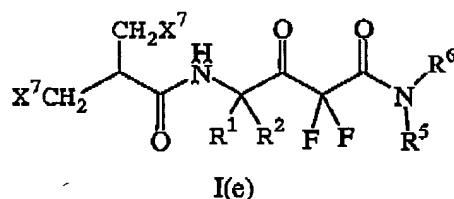
~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected

derivatives, individual isomers and mixtures of isomers thereof.

18. (Currently Amended) The compound of claim 17 namely *N*-(3-benzenesulfonylamino-2-oxo-propyl)-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butylamide;

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

19. (Currently Amended) The compound of claim 7 of Formula I(e):



~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

20. (Currently Amended) The compound of claim 19 in which  $\text{R}^5$  and  $\text{R}^6$  is methyl;

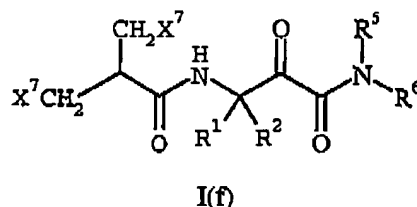
~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

21. (Currently Amended) The compound of claim 20 in which one  $\text{X}^7$  is morpholine-4-carbonyl and the other is benzylsulfonyl,  $\text{R}^1$  is hydrogen and  $\text{R}^2$  is ethyl, namely (S)-2,2-difluoro-4-(4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butanoylamino)-3-oxo-hexanoic acid dimethylamide;

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and

solvates of such compounds ~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

22. (Currently Amended) The compound of claim 7 of Formula I(f):



~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

23. (Currently Amended) The compound of claim 22 in which R<sup>5</sup> is methyl, benzyl, phenethyl, cyclohexyl, methoxyethyl, dimethylaminoethyl, tetrahydro-pyran-4-yl, 1-methylsulfonyl-piperidin-4-yl, 4-methyl-piperazin-1-yl, morpholin-4-ylethyl, pyridin-2-yl, pyridin-2-ylmethyl or oxazol-2-ylmethyl; R<sup>6</sup> is hydrogen or methyl; or R<sup>5</sup> and R<sup>6</sup> together with the nitrogen atom to which both R<sup>5</sup> and R<sup>6</sup> are attached form morpholine-4-yl, pyrrolidin-1-yl, 4-dimethylamino-piperazin-1-yl, 4-hydroxy-piperazin-1-yl, 4-pyridin-2-yl-piperazin-1-yl, 4-benzoyl-piperazin-1-yl or 3-oxo-piperazin-1-yl;

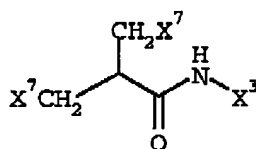
~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

24. (Currently Amended) The compound of claim 23 selected from the group consisting of N-[(S)-1-(1-Benzylcarbamoyl-methanoyl)-propyl]-3-benzylsulfonyl-2-benzylsulfonylmethyl-propionamide and N-[(S)-1-(1-Benzylcarbamoyl-methanoyl)-propyl]-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butylamide;

~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and

solvates of such compounds ~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

25. (Currently Amended) The compound of claim 7 of Formula I(g):



I(g)

~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

26. (Currently Amended) The compound of claim 25 in which X<sup>3</sup> is 1-benzoyl-4-oxo-pyrrolidin-3-yl, 4-oxo-pyrrolidin-3-yl-1-carboxylic acid tert-butyl ester, 2-methyl-4-oxo-tetrahydro-furan-3-yl, 2-ethyl-4-oxo-tetrahydro-furan-3-yl, 4-oxo-tetrahydro-furan-3-yl, 2-acetoxy-4-oxo-azetidin-3-yl, 1-isopropyl-3-oxo-azepan-4-yl, 3-oxo-azepan-4-yl-1-carboxylic acid benzyl ester, 3-oxo-azepan-4-yl-1-carboxylic acid tert-butyl ester, 1-benzoyl-3-oxo-azepan-4-yl, 1-isobutyryl-3-oxo-azepan-4-yl, 3-oxo-1-(propane-2-sulfonyl)-azepan-4-yl, 1-benzenesulfonyl-3-oxo-azepan-4-yl, 1-benzenesulfonyl-3-oxo-piperidin-4-yl, 1-benzenesulfonyl-4-oxo-pyrrolidin-3-yl, 1-benzoyl-3-oxo-piperidin-4-yl or 3-oxo-tetrahydro-pyran-4-yl;

~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

27. (Currently Amended) The compound of claim 23 selected from the group consisting of 3-Hydroxy-4-(4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butrylamino)-azepane-1-carboxylic acid tert-butyl ester; 4-(2-Cyclopropylmethylsulfonylmethyl-4-morpholin-4-yl-4-oxo-butrylamino)-3-hydroxy-azepane-1-carboxylic acid tert-butyl ester; 3-Hydroxy-4-[2-(2-

carboxylic acid tert-butyl ester; 4-(2-Cyclopropylmethylsulfonylmethyl-4-morpholin-4-yl-4-oxo-butyrylamino)-3-oxo-azepane-1-carboxylic acid tert-butyl ester; 4-[2-(2-Methyl-propane-1-sulfonylmethyl)-4-morpholin-4-yl-4-oxo-butyrylamino]-3-oxo-azepane-1-carboxylic acid tert-butyl ester; *N*-(1-Benzenesulfonyl-3-oxo-azepan-4-yl)-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyramide; *N*-(1-Benzenesulfonyl-3-oxo-azepan-4-yl)-2-(2-methyl-propane-1-sulfonylmethyl)-4-morpholin-4-yl-4-oxo-butyramide; 3-(4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyrylamino)-4-oxo-pyrrolidine-1-carboxylic acid tert-butyl ester; 4-(4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyrylamino)-3-oxo-azepane-1-carboxylic acid benzyl ester; and acetic acid (2*S*,3*S*)-3-(4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butanoylamino)-4-oxo-azetidin-2-yl ester;

~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds ~~and~~ or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

28. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 in combination with a pharmaceutically acceptable excipient.

29. (Original) A method for treating a disease in an animal in which inhibition of Cathepsin S can prevent, inhibit or ameliorate the pathology and/or symptomology of the disease, which method comprises administering to the animal a therapeutically effective amount of compound of Claim 1 or a *N*-oxide derivative or individual isomer or mixture of isomers thereof; or a pharmaceutically acceptable salt or solvate of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

30. (Canceled).

31. (Canceled).